

RECORDATION NO. 27895 FILED

APR 09 '09 -1 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A LESTER

April 9, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: RBSAF 98-052

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of April 9, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: RBS Asset Finance, Inc.
71 S. Wacker Drive, 28th Floor
Chicago, IL 60606

Lessee: BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

93 pieces of maintenance of way equipment manufactured by L&H Welding & Machine Company, Nordco, Inc., Caterpillar, Racine Railroad Products Inc., Stanley Hydraulic Tools, Geismar Modern Track Machinery, Kershaw Manufacturing Co., Superior Sales and Jackson as more particularly set forth in the attachment to the document, a copy of which is attached hereto.

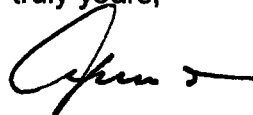
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

EXHIBIT A
to
MEMORANDUM OF LEASE

1. Equipment Schedule: Equipment Schedule No. 052.
2. Initial Term: The Initial Term of Equipment Schedule No. 052 is 84 months commencing as of July 1, 2008.
3. Equipment: The Equipment covered by Equipment Schedule No. 052 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
2	Superior Sales	SHC6301	Hopper Cart	SHC4990-2-08 SHC4990-3-08	X8700070 X8700071
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02486	X3200922
3	Stanley	RW30110BN	Robotic Welder		J0500549 J0500550 J0500551
2	L&H	LHAPG-2	Pre-Gager	I05540-1-3-08 I05540-1-4-08	X6700084 X6700085
3	Stanley	RW30110BN	Robotic Welder		J0500560 J0500561 J0500562
3	Stanley	RW30110BN	Robotic Welder		J0500519 J0500520 J0500521
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02483	X3200919
1	Caterpillar	CMC-312C	Magnet Crane	CBA04615	X6000305
1	Nordco	CX-N	Spiker/Nipper	410836	X4400434
2	Nordco	SP2R	Spiker Puller	310135	X4700475

				310136	X4700476
2	Nordco	BAAM	Auto Anchor	690053 690054	X0100578 X0100579
3	Stanley	RW30110BN	Robotic Welder		J0500554 J0500555 J0500556
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02481	X3200918
1	Caterpillar	966-H	Front End Loader	A6D00534	X2400550
3	Stanley	RW30110BN	Robotic Welder		J0500536 J0500537 J0500538
1	Nordco	CX-NG	Spiker with Gager	410842	X4400429
2	Geismar	T2002-D	Lag Driver	1248 1249	X0100568 X0100569
2	Nordco	SP2R	Spiker Puller	310133 310134	X4700473 X4700474
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02485	X3200921
4	Caterpillar	420-E-IT	Backhoe Loader	KMW02474 KMW02497 KMW02499 KMW02484	X3200917 X3200926 X3200927 X3200920
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02468	X3200915
2	Caterpillar	420-E-IT	Backhoe Loader	KMW02490 KMW02488	X3200925 X3200924
3	Stanley	RW30110BN	Robotic Welder		J0500539 J0500540 J0500541
1	Kershaw	46-60	Ballast Regulator	46-660-08	X0600462
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02472	X3200916
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02487	X3200923

1	Caterpillar	420-E-IT	Backhoe Loader	KMW02505	X3200928
1	Nordco	CX-NG	Spiker with Gager	410837	X4400435
3	Stanley	RW30110BN	Robotic Welder		J0500545 J0500546 J0500547
2	Nordco	CX-NG	Spiker with Gager	410840 410841	X4400427 X4400428
1	Nordco	NVCAR-RBUG	Lag Driver	450001RB-UG	X0100585
1	Jackson	3300-S	Switch Chase/Tamper	153533	X5600258
1	Jackson	6700-SJ	Production Tamper	153540	X5400465
1	Jackson	6700-SJ	Production Tamper	153541	X5400466
2	Superior Sales	CPC2101	Man Hauler Trailer	CPC5176-1-08 CPC5176-2-08	J0400648 J0400649
1	Kershaw	RS64DL	Scorpion Ramp Car	RS64DL-154-08	J6300029
1	Caterpillar	950-H	Front End Loader	K5K01317	X2400548
1	Racine	SAR	Clip Applicator-Remover	SAR-196-08	X0100566
2	Stanley	RW30110BN	Robotic Welder		J0500524 J0500525
3	Stanley	RW30110BN	Robotic Welder		J0500516 J0500517 J0500518
2	Stanley	RW30110BN	Robotic Welder		J0500522 J0500523
3	Stanley	RW30110BN	Robotic Welder		J0500526 J0500527 J0500528
3	Stanley	RW30110BN	Robotic Welder		J0500529 J0500530

			J0500531
4	Stanley	RW30110BN Robotic Welder	J0500532
			J0500533
			J0500534
			J0500535
3	Stanley	RW30110BN Robotic Welder	J0500542
			J0500543
			J0500544
1	Stanley	RW30110BN Robotic Welder	J0500548
2	Stanley	RW30110BN Robotic Welder	J0500552
			J0500553
3	Stanley	RW30110BN Robotic Welder	J0500557
			J0500558
			J0500559
3	Stanley	RW30110BN Robotic Welder	J0500563
			J0500564
			J0500565

APR 09 '09 -1 00 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(RBSAF - No. 98)

This Memorandum of Lease is entered into as of April 9, 2009, by and between RBS Asset Finance, Inc., a New York corporation having its principal place of business at 71 S. Wacker Drive, 28th Floor, Chicago, IL 60606 ("Lessor") and BNSF Railway Company, a Delaware corporation having its principal place of business at 2650 Lou Menk Drive, Fort Worth, TX 76131 ("Lessee").

Lessor and Lessee have entered into Lease Agreement No. 98 effective as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"). Pursuant to the Master Lease, Lessor and Lessee may enter into one or more Equipment Schedules from time to time that are identified as being pursuant to the Master Lease and incorporate by reference the terms and conditions of the Master Lease (each, as amended, supplemented or otherwise modified from time to time, an "Equipment Schedule").

Lessor and Lessee have entered into the Equipment Schedule described on the attached Exhibit A, which is incorporated herein by this reference, pursuant to which Lessor will lease the property described on Exhibit A (the "Equipment") to Lessee for the initial term described on Exhibit A.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

RBS ASSET FINANCE, INC.,
Lessor

By Keri Albert

Name Keri Albert
Assistant Vice President

Title _____

BNSF RAILWAY COMPANY,
Lessee

By L. Steven Vollmer

Name L. Steven Vollmer
General Director - Finance

Title _____

State of IL)
) ss:
County of COOK)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Keri Alberts, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 9th day of April, 2009.

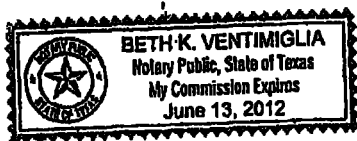


Sarah Sanchez
Notary Public

State of Texas)
) ss:
County of Tarrant)

BEFORE ME, a Notary Public in and for said County and State, personally appeared BNSF Railway Company, a Delaware corporation (the "Corporation"), by L. Steven Vollmer, its General Director - Finance, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Fort Worth, Texas, this 8 day of April, 2009.



Beth K. Ventimiglia
Notary Public

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 052.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 052 is 84 months commencing as of July 1, 2008.
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<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
2	Superior Sales	SHC6301	Hopper Cart	SHC4990-2-08 SHC4990-3-08	X8700070 X8700071
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02486	X3200922
3	Stanley	RW30110BN	Robotic Welder		J0500549 J0500550 J0500551
2	L&H	LHAPG-2	Pre-Gager	I05540-1-3-08 I05540-1-4-08	X6700084 X6700085
3	Stanley	RW30110BN	Robotic Welder		J0500560 J0500561 J0500562
3	Stanley	RW30110BN	Robotic Welder		J0500519 J0500520 J0500521
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02483	X3200919
1	Caterpillar	CMC-312C	Magnet Crane	CBA04615	X6000305
1	Nordco	CX-N	Spiker/Nipper	410836	X4400434
2	Nordco	SP2R	Spiker Puller	310135	X4700475

				310136	X4700476
2	Nordco	BAAM	Auto Anchor	690053 690054	X0100578 X0100579
3	Stanley	RW30110BN	Robotic Welder		J0500554 J0500555 J0500556
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02481	X3200918
1	Caterpillar	966-H	Front End Loader	A6D00534	X2400550
3	Stanley	RW30110BN	Robotic Welder		J0500536 J0500537 J0500538
1	Nordco	CX-NG	Spiker with Gager	410842	X4400429
2	Gcismar	T2002-D	Lag Driver	1248 1249	X0100568 X0100569
2	Nordco	SP2R	Spiker Puller	310133 310134	X4700473 X4700474
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02485	X3200921
4	Caterpillar	420-E-IT	Backhoe Loader	KMW02474 KMW02497 KMW02499 KMW02484	X3200917 X3200926 X3200927 X3200920
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02468	X3200915
2	Caterpillar	420-E-IT	Backhoe Loader	KMW02490 KMW02488	X3200925 X3200924
3	Stanley	RW30110BN	Robotic Welder		J0500539 J0500540 J0500541
1	Kershaw	46-60	Ballast Regulator	46-660-08	X0600462
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02472	X3200916
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02487	X3200923

1	Caterpillar	420-E-IT	Backhoe Loader	KMW02505	X3200928
1	Nordco	CX-NG	Spiker with Gager	410837	X4400435
3	Stanley	RW30110BN	Robotic Welder		J0500545 J0500546 J0500547
2	Nordco	CX-NG	Spiker with Gager	410840 410841	X4400427 X4400428
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3	Stanley	RW30110BN	Robotic Welder		J0500516 J0500517 J0500518
2	Stanley	RW30110BN	Robotic Welder		J0500522 J0500523
3	Stanley	RW30110BN	Robotic Welder		J0500526 J0500527 J0500528
3	Stanley	RW30110BN	Robotic Welder		J0500529 J0500530

			J0500531
4	Stanley	RW30110BN Robotic Welder	J0500532
			J0500533
			J0500534
			J0500535
3	Stanley	RW30110BN Robotic Welder	J0500542
			J0500543
			J0500544
1	Stanley	RW30110BN Robotic Welder	J0500548
2	Stanley	RW30110BN Robotic Welder	J0500552
			J0500553
3	Stanley	RW30110BN Robotic Welder	J0500557
			J0500558
			J0500559
3	Stanley	RW30110BN Robotic Welder	J0500563
			J0500564
			J0500565

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

4/9/09



Robert W. Alvord